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BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING;
AND
RESIGNATION OF DIRECTOR AND CHANGES IN BOARD COMMITTEES**

POLL RESULTS OF THE AGM

The Board hereby announces that at the AGM held on Friday, 23 September 2016, all of the proposed ordinary resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

RESIGNATION OF DIRECTOR AND CHANGES IN BOARD COMMITTEE

The Board announces that Mr. Wong Chak Keung has resigned as an independent non-executive Director and ceased to be a member of Nomination Committee, and the chairman and a member of each of the Remuneration Committee and the Audit Committee with effect from the date of this announcement.

Following the cessation of Mr. Wong Chak Keung as the chairman and a member of each of the Remuneration Committee and the Audit Committee, Ms. Choi Mei Ping, an independent non-executive Director, was appointed as the chairman of each of the Remuneration Committee and Audit Committee with effect from the date of this announcement.

Reference is made to the circular (the “**Circular**”) of Bingo Group Holdings Limited (the “**Company**”) dated 16 August 2016. Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Friday, 23 September 2016 at about 11:00 a.m., all the proposed ordinary resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll.

The Company's Hong Kong branch share registrar, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the resolutions passed at the AGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>
1.	to receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2016.	1,654,309,243 (95.72%)	73,980,000 (4.28%)
2.	(a) to re-elect Ms. Chow Man Ki Kelly as executive Director;	1,655,109,243 (95.77%)	73,180,000 (4.23%)
	(b) to re-elect Mr. Lau Man Kit as executive Director;	1,654,309,243 (95.72%)	73,980,000 (4.28%)
	(d) to re-elect Mr. Tsoi Chiu Yuk as independent non-executive Director; and	1,654,309,243 (95.72%)	73,980,000 (4.28%)
	(e) to authorize the Board to fix the Directors' remuneration.	1,654,309,243 (95.72%)	73,980,000 (4.28%)
3.	to re-appoint Cheng & Cheng Limited, Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration.	1,654,309,243 (95.72%)	73,980,000 (4.28%)
4.	to grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares.	1,655,109,243 (95.77%)	73,180,000 (4.23%)
5.	to grant a general mandate to the Directors to repurchase the Shares.	1,728,289,243 (100.00%)	0 (0.00%)
6.	to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the nominal amount of the Shares repurchased.	1,655,109,243 (95.77%)	73,180,000 (4.23%)
7.	to approve the refreshment of the share option scheme mandate limit.	1,655,109,243 (95.77%)	73,180,000 (4.23%)

Note: Mr. Wong Chak Keung has resigned as an independent non-executive Director with effect from the date of this announcement as disclosed herein. As such, the proposed resolution in relation to the re-election of Mr. Wong Chak Keung set out in the notice of AGM (i.e. resolution 2(c)) would not and had not been voted at the AGM.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, resolutions no. 1 to 7 were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 3,421,538,679 Shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the AGM. There was no Share entitling any Shareholder to attend and vote only against any of the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the ordinary resolutions at the AGM. There were no restrictions on any Shareholders casting any vote on any of the resolutions proposed at the AGM.

RESIGNATION OF DIRECTOR AND CHANGES IN BOARD COMMITTEES

The Board announces that Mr. Wong Chak Keung (“**Mr. Wong**”) has resigned as an independent non-executive Director and ceased to be a member of the nomination committee (the “**Nomination Committee**”) of the Board, and the chairman and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the audit committee (the “**Audit Committee**”) of the Board with effect from the date of this announcement.

Following the cessation of Mr. Wong as the chairman and a member of each of the Remuneration Committee and the Audit Committee, Ms. Choi Mei Ping, an independent non-executive Director, has been appointed as the chairman of each of the Remuneration Committee and the Audit Committee with effect from the date of this announcement.

The resignation of Mr. Wong as an independent non-executive Director is due to his other business commitments. Mr. Wong has confirmed that he has no disagreement with the Board and is not aware of any matter in connection with his resignation that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited.

Following the resignation of Mr. Wong, the Company has two independent non-executive Directors and Audit Committee members. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules and the number of the Audit Committee members also falls below the minimum number as required under Rule 5.28 of the GEM Listing Rules. Further, the number of independent non-executive Directors falls below one-third of the Board members as required under Rule 5.05A of the GEM Listing Rules, and the remaining two independent non-executive Directors have neither appropriate professional qualifications nor accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. The Company is identifying a right candidate to fill the vacancy of independent non-executive Director resulting from the resignation of Mr. Wong as soon as practicable. Further announcement will be made as and when appropriate.

The Board would like to extend its gratitude to Mr. Wong for his invaluable efforts and contributions to the Company during his terms of appointment and offers its best wishes to him.

By Order of the Board
Bingo Group Holdings Limited
Chan Cheong Yee
Executive Director

Hong Kong, 23 September 2016

As at the date of this announcement, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki, Kelly, Mr. Chan Cheong Yee and Mr. Lau Man Kit as executive Directors, Mrs. Chin Chow Chung Hang, Roberta as non-executive Director, and Ms. Choi Mei Ping and Mr. Tsoi Chiu Yuk as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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